

July 7, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board (the "Board")
395 E Street, S.W.
Washington, DC 20423-0001

RECORDATION NO. 17825-L FILED

JUL 08 '10 -8 30 AM

SURFACE TRANSPORTATION BOARD

Re: Santa Fe Trust No. 1992-1 Series 1992-1/Tranche I
Lease Termination dated as of June 24, 2010

Dear Sir or Madam

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Lease Termination [Tranche I (6-Axle)] dated as of June 24, 2010 (the "*Lease Termination*"), a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the documents previously filed with the Board under Recordation Number 17825.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: The Bank of New York Mellon Trust Company, N.A.
Two North LaSalle Street, Suite 1020
Chicago, Illinois 60602
Attention: Lawrence M. Kusch
(Santa Fe Trust No. 1992-1 Series
1992-1/Tranche I)

The equipment covered by the aforesaid Lease Termination [Tranche I (6-Axle)] consists of all railroad equipment described on Exhibit A.

A short summary of the document to appear in the index follows.

Lease Termination [Tranche I (6-Axle)].

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and

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recording of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recording to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER LLP

BY Karl T. Williams
Karl T Williams

Enclosures

DESCRIPTION OF EQUIPMENT

SERIES 1992-1/TRANCHE I

EQUIPMENT	QUANTITY	ORIGINAL REPORTING MARKS	CURRENT REPORTING MARKS
GE Dash 8-40CW Locomotives	27	ATSF 800 through 852 even numbers only	BNSF 800 through 852 even numbers only

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(Santa Fe Trust No. 1992-1 -- Series 1992-1 / Tranche I (6-Axle))

SURFACE TRANSPORTATION BOARD

LEASE TERMINATION [TRANCHE I (6-AXLE)] dated as of June 24, 2010.

WHEREAS, AmeriTrust Company, National Association (predecessor to *The Bank of New York Mellon Trust Company, N.A.*) as owner trustee (the "Owner Trustee") and The Atchison, Topeka and Santa Fe Railway Company (predecessor to the *BNSF Railway Company*) as lessee (the "Lessee") entered into an Equipment Lease Agreement (Santa Fe Trust No. 1992-1) dated as of June 25, 1992, as amended or supplemented by (i) Lease Supplement (Santa Fe Trust No. 1992-1) No. 1 dated June 25, 1992, (ii) Lease Supplement No. 2 and Amendment No. 1 to Lease dated August 27, 1992 and (iii) Lease Supplement No. 3 dated December 10, 1992, (collectively, the "Lease") covering (x) twenty-three (23) GE Dash 8-40BW locomotives (such item (x) being, "Tranche I (4-Axle)") as more particularly described therein), (y) twenty-seven (27) GE Dash 8-40CW locomotives originally marked *ATSF 800 through 852 even numbers only* (and now marked *BNSF 800 through 852 even numbers only*) (such item (y) being, "Tranche I (6-Axle)") as more particularly described therein) and (z) forty (40) other GE Dash 8-40CW locomotives (such item (z) being, "Tranche II (6-Axle)") as more particularly described therein);

WHEREAS, to evidence liens and interests under the Lease, each of the four (4) above described lease documents was recorded or deposited, as the case may be, in the period June 25, 1992 to December 10, 1992, at (i) at the Interstate Commerce Commission (predecessor to the Surface Transportation Board) under recordation numbers: 17825, 17825-B, 17825-D and 17825-F and (ii) the Registrar General of Canada with document keys: 700, 703, 705 and 706;

AND WHEREAS, as of the date hereof, (i) the Lease as it pertains to the Tranche I (4-Axle) locomotives and the Tranche II (6-Axle) locomotives remains in full force and effect and (ii) the Lessee has performed its obligations under the Lease as it pertains to the Tranche I (6-Axle) locomotives only.

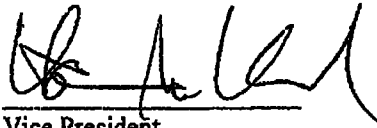
NOW, THEREFORE, the Owner Trustee hereby (i) terminates the Lease (in respect of the Tranche I (6-Axle) locomotives only) of the Tranche I (6-Axle) locomotives (except for (x) such terms and conditions which, by their nature, are designed to survive termination and (y) the obligation of Lessee to return the Tranche I (6-Axle) locomotives in accordance with Section 6 of the Lease) and (ii), for greater certainty, releases all of its security interests of record in the Tranche I (6-Axle) locomotives.

[Execution on next page]

IN WITNESS WHEREOF, the Owner Trustee has caused this Lease Termination [Tranche I (6-Axle)] to be executed, by its officer thereunto duly authorized, as of the day and year first above written.

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.,**
not in its individual capacity but solely as
owner trustee

By.
Its



Vice President

STATE OF ILLINOIS

COOK COUNTY

)
) ss:
)

On this 8th day of July, 2010, before me personally appeared LAWRENCE M. KUSCH, to me personally known, who, being by me duly sworn, says that he / she is Vice President of The Bank of New York Mellon Trust Company, N.A., that the foregoing instrument was signed on behalf of said national association by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing release was the free act and deed of said national association.

T. Mosterd

Notary Public

My commission expires:

1/22/2013

[Notarial Seal]



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EXHIBIT A

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

7 / 8 / 10



Robert W. Alvord